

**BILL OF SALE AND ASSIGNMENT OF ACCOUNTS
FROM CREDIT ONE BANK, N.A. TO MHC RECEIVABLES, LLC**

As of **June 30, 2018**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Credit One Bank, N.A. ("Assignor") has transferred, has sold, has assigned, has conveyed, has granted and has otherwise delivered to MHC Receivables, LLC ("Assignee"), all of Assignor's right, title and interest in and to (i) the charged-off credit card accounts identified on an account level basis in the data file named **CreditOne_Sherman_072018** (the "Computer File"), a copy of which is attached hereto and incorporated herein by reference as "Exhibit A"; and, (ii) certain related account level media or electronic copies thereof (including, but not limited to applications, statements, terms and condition), and (iii) all claims or rights arising out of or relating to each account referenced on the Computer File (collectively hereinafter, the "Accounts") including, but not limited to, all claims and rights afforded each Account by virtue of that Account's corresponding terms and conditions.

The Accounts transferred under the terms of this Bill of Sale and Assignment of Accounts were each transferred to Assignee immediately following charge off for each applicable Account, as shown in the Computer File.

With respect to information for the Accounts, Assignor represents and warrants to Assignee that the business records conveyed to Assignee relating to: (i) the Accounts issued by Assignor; and (ii) the sale and assignment of Accounts by Assignor (collectively, the "Business Records"), are kept by Assignor in the regular course of its business. It is in the regular course of business of Assignor for an employee or an authorized representative with personal knowledge of the act, event, condition, or opinion (collectively "Event") to be recorded, to make the appropriate memorandum or recording of the Event at or reasonably near the time of the Event. Furthermore, Assignor represents and warrants to Assignee that the Business Records are materially complete and accurate, and thoroughly embody the information in Assignor's custody and control for the Accounts from their creation until the time of transfer to Assignee. These representations and warranties are intended to augment any other representations and warranties the parties may have in place and not supplant any other existing warranties and representations.

This Bill of Sale and Assignment of Accounts shall serve as evidence of ownership for the Accounts conveyed hereby and shall serve as an acknowledgment, as ratification, and as evidence of the intent of the parties to transfer the Accounts.

CREDIT ONE BANK, N.A.



Gary Harwood
Vice President

EXHIBIT A

ACCOUNT SCHEDULE

The Accounts that are specifically identified in the electronic file named **CreditOne_Sherman_072018** with such electronic file incorporated herein by reference.

BILL OF SALE AND ASSIGNMENT OF ACCOUNTS
FROM MHC RECEIVABLES, LLC TO SHERMAN ORIGINATOR III LLC

On **July 19, 2018**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, MHC Receivables, LLC ("Assignor"), hereby transfers, sells, assigns, conveys, grants and otherwise delivers to Sherman Originator III LLC ("Assignee"), all of Assignor's, rights title and interest in and to (i) the charged-off accounts identified on an account level basis in the data file named **CreditOne_Sherman_072018** (the "Computer File"), a copy of which is attached hereto and incorporated herein by reference as "Exhibit A"; and, (ii) certain related account level media or electronic copies thereof (including, but not limited to applications, statements, terms and condition), and (iii) all claims or rights arising out of or relating to each referenced account (collectively hereinafter the "Accounts") including, but not limited to, all claims and rights afforded each account by virtue of that account's corresponding terms and conditions.

With respect to information for the Accounts described in the related Computer File, Assignor represents and warrants to Assignee that the business records relating to: (i) the Accounts owned by Assignor; and (ii) the sale and assignment of Accounts by Assignor (collectively, the "Business Records"), are kept by Assignor in the regular course of its business. It is in the regular course of business of Assignor for an employee or an authorized representative with personal knowledge of the act, event, condition, or opinion (collectively "Event") to be recorded, to make the appropriate memorandum or recording at or reasonably near the time of the Event. Furthermore, Assignor represents and warrants to Assignee that the Business Records are materially complete and accurate and thoroughly embody the information in Assignor's custody and control for the Accounts listed in the Computer File from Assignor's receipt of those Accounts until the time of transfer to Assignee. These representations and warranties are intended to augment any other representations and warranties the parties may have in place and not supplant any other existing warranties and representations.

This Bill of Sale and Assignment of Accounts shall serve as evidence of ownership for any of the Accounts conveyed hereby.

MHC Receivables, LLC



Mark Rufail, Authorized Representative

EXHIBIT A

ACCOUNT SCHEDULE

The Accounts that are specifically identified in the electronic file named **CreditOne_Sherman_072018** , with such electronic file incorporated herein by reference.

BILL OF SALE AND ASSIGNMENT OF RECEIVABLES
FROM CREDIT ONE BANK, N.A. TO MHC RECEIVABLES, LLC

As of **June 30, 2018**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Credit One Bank, N.A. ("Assignor") has transferred, has sold, has assigned, has conveyed, has granted and has otherwise delivered to MHC Receivables, LLC ("Assignee"), all of Assignor's right, title and interest in and to (i) the receivables associated with each and every account referenced in the data file named **CreditOne_Sherman_072018** (the "Computer File"), a copy of which is attached hereto and incorporated herein by reference as "Exhibit A"; and, (ii) all claims or rights arising out of or relating to each of those Receivables (hereinafter, the "Receivables").

The Receivables transferred under the terms of this Bill of Sale and Assignment of Receivables were each transferred to Assignee prior to the charge off of the associated accounts, as shown in the Computer File. This Bill of Sale and Assignment of Receivables evidences the intent between the parties for the transfer of the Receivables, acts as an acknowledgement of those transfers, and, to the extent necessary, ratification of the transfers.

With respect to information for the Receivables, Assignor represents and warrants to Assignee that the business records conveyed to Assignee relating to the Receivables (the "Business Records"), are kept by Assignor in the regular course of its business. It is in the regular course of business of Assignor for an employee or an authorized representative with personal knowledge of the act, event, condition, or opinion (collectively "Event") to be recorded, to make the appropriate memorandum or recording of the Event at or reasonably near the time of the Event. Furthermore, Assignor represents and warrants to Assignee that the Business Records are materially complete and accurate, and thoroughly embody the information in Assignor's custody and control for the Receivables from their creation until the time of transfer to Assignee. These representations and warranties are intended to augment any other representations and warranties the parties may have in place and not supplant any other existing warranties and representations.

This Bill of Sale and Assignment of Receivables shall serve as evidence of ownership for the Receivables conveyed hereby and shall serve as an acknowledgment, as ratification, and as evidence of the intent of the parties to transfer the Receivables.

CREDIT ONE BANK, N.A.



Gary Harwood
Vice President

EXHIBIT A

ACCOUNT SCHEDULE

The Accounts that are specifically identified in the electronic file named **CreditOne_Sherman_072018** with such electronic file incorporated herein by reference.

BILL OF SALE AND ASSIGNMENT OF RECEIVABLES
FROM MHC RECEIVABLES, LLC, TO FNBK, LLC

As of **July 19, 2018**, MHC Receivables, LLC (“Assignor”), for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, has periodically transferred, has sold, has assigned, has conveyed, has granted and has otherwise delivered to FNBK, LLC, (“Assignee”) all of its rights, title and interest in and to (i) the receivables identified and specifically referenced for each of the accounts on an account level basis on the data file titled **CreditOne_Sherman_072018** attached hereto and incorporated by reference as “Exhibit A”; and (ii) all claims or rights arising out of or relating to the account level receivables (hereinafter the “Receivables”).

With respect to information for the Receivables, Assignor represents and warrants to Assignee that the business records conveyed to Assignee relating to the Receivables (the “Business Records”), are kept by Assignor in the regular course of its business. It is in the regular course of business of Assignor for an employee or an authorized representative with personal knowledge of the act, event, condition, or opinion (collectively “Event”) to be recorded, to make the appropriate memorandum or recording of the Event at or reasonably near the time of the Event. Furthermore, Assignor represents and warrants to Assignee that the Business Records are materially complete and accurate, and thoroughly embody the information in Assignor’s custody and control for the Receivables from their creation until the time of transfer to Assignee. These representations and warranties are intended to augment any other representations and warranties the parties may have in place and not supplant any other existing warranties and representations.

This Bill of Sale and Assignment of Receivables shall serve as an acknowledgment, as ratification, and as evidence of the intent of the parties to transfer the Released Receivables referenced herein.

MHC Receivables, LLC



Mark Rufail, Authorized Representative

EXHIBIT A

ACCOUNT SCHEDULE

The Accounts that are specifically identified in the electronic file named **CreditOne_Sherman_072018**, with such electronic file incorporated herein by reference.

BILL OF SALE AND ASSIGNMENT OF RECEIVABLES
FROM FNBM, LLC, TO SHERMAN ORIGINATOR III LLC

On July 19, 2018, FNBM, LLC ("Assignor"), for good and valuable consideration, the receipt of which is hereby acknowledged, hereby transfers, sells, assigns, conveys, grants and delivers to Sherman Originator III LLC ("Assignee"), all of its rights, title and interest in and to (i) the receivables identified and specifically referenced for each of the accounts on an account level basis on the data file titled **CreditOne_Sherman_072018** attached hereto and incorporated by reference as "Exhibit A"; and (ii) all claims or rights arising out of or relating to the receivables (hereinafter the "Receivables").

With respect to information for the Receivables, Assignor represents and warrants to Assignee that the business records relating to the Receivables (the "Business Records") are kept by Assignor in the regular course of its business. It is in the regular course of business of Assignor for an employee or an authorized representative with personal knowledge of the act, event, condition, or opinion (collectively "Event") to be recorded, to make the appropriate memorandum or recording at or reasonably near the time of the Event. Furthermore, Assignor represents and warrants to Assignee that the Business Records are materially complete and accurate and thoroughly embody the information in Assignor's custody and control for the Receivables from Assignor's receipt of those Receivables until the time of transfer to Assignee. These representations and warranties are intended to augment any other representations and warranties the parties may have in place and not supplant any other existing warranties and representations.

This Bill of Sale and Assignment of Receivables shall serve as evidence of ownership for any of the Receivables conveyed hereby.

FNBM, LLC

Jon Mazzoli, Authorized Representative

EXHIBIT A
ACCOUNT SCHEDULE

The Accounts that are specifically identified in the electronic file name **CreditOne_Sherman_072018**, with such electronic file incorporated herein by reference.

Transfer and Assignment

Sherman Originator III LLC (“SOLLC III”), without recourse, to the extent permitted by applicable law, hereby transfers, sells, assigns, conveys, grants and delivers to Sherman Originator LLC (“SOLLC”) all of its right, title and interest in and to the receivables and other assets (the “Assets”) identified on Exhibit A, in the Receivable File dated July 06, 2018 delivered by MHC Receivables, LLC and FNBK, LLC on July 19, 2018 for purchase by SOLLC III on July 19, 2018. The transfer of the Assets included electronically stored business records.

SOLLC, subsequent to the above mentioned transfer, hereby transfers, sells, assigns, conveys, grants and delivers to LVNV Funding LLC (“LVNV”), the above mentioned Assets. The transfer of the Assets included electronically stored business records.

Dated: **July 19, 2018**

Sherman Originator III LLC
a Delaware Limited Liability Company

By:

Name: Jon Mazzoni
Title: Director

Dated: **July 19, 2018**

Sherman Originator LLC
a Delaware Limited Liability Company

By:

Name: Kevin Branigan
Title: Authorized Representative

Dated: **July 19, 2018**

LVNV Funding LLC
a Delaware Limited Liability Company

By:

Name: Rusty Kendall
Title: Authorized Representative

Exhibit A

Receivables File

07.19.18 CreditOne_Sherman_072018

Transfer Group	Portfolio	Transfer Batch
534062	33698	N/A